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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Federal Communications Commission
Office of Secretary

In the Matter of)
)
Applications of WorldCom, Inc.)
and MCI Communications Corp.) CC Docket No. 97-211
for Transfer of Control of)
MCI Communications Corp.)

To: The Commission

COMMENTS OF SIMPLY INTERNET, INC.

Pursuant to the procedures specified in the Commission's Public Notice (DA 98-820) of April 29, 1998, Simply Internet, Inc. ("Simply Internet") hereby submits the following comments in response to the joint request for protective order ("Protective Order") of WorldCom, Inc. and MCI Communications Corporation (hereinafter "WorldCom/MCI"), filed April 27, 1998.

Simply Internet requests that the Commission ensure that any protective order it might adopt in this proceeding provides an open and fair opportunity for parties to review and utilize the materials to further their case. Simply Internet believes that as structured, the proposed WorldCom/MCI Protective Order will not allow this result to be achieved due to the following proposed conditions.

First, the proposed Protective Order unduly limits the parties who may review the materials to outside counsel for parties to the proceeding and outside experts and

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consultants they have hired. These limits proposed by WorldCom/MCI are too restrictive. Substantial portions of the materials which will be subject to any resulting protective order are likely to be highly technical in nature and counsel for parties to the proceeding will not necessarily have the expertise to review and understand the materials. Simply Internet has individuals on staff who have the expertise necessary to review and understand these materials. These individuals should be have the ability to review the materials in conjunction with counsel. Parties should not be forced to hire "outside experts" when they have the needed expertise within their own company.

Second, the WorldCom/MCI proposed Protective Order wrongly assumes that all the materials should be protected. There will likely be numerous materials which deserve no confidentiality among the overall materials the Commission has requested. As in the AT&T McCaw Protective Order, 9 FCC Rcd. 2613 (1994), the Commission should allow parties to request declassification of materials which are shown not to be entitled to confidential status and protection.

Finally, once any protective order is made effective, Simply Internet requests that the Commission establish a new pleading cycle allowing interested parties to comment on the new materials which have been made available. This will allow interested parties an opportunity to further address the substantial public interest questions raised by the WorldCom/MCI merger in light of the additional factual

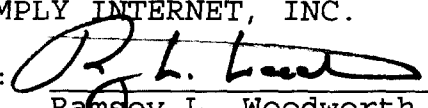
information which has been made available and assist the Commission in its independent evaluation of the material. It is particularly necessary in view of WorldCom/MCI's continuing failure to supply the Commission with sufficient factual information to satisfy their burden under the standards of review of a merger of this type set forth in Nynex Corp. and Bell Atlantic Corp., File No. NSD-L-96-10, FCC 97-286 (released Aug. 14, 1997).

Conclusion

Accordingly, for these reasons, Simply Internet respectfully requests that any protective order with respect to confidential materials in this proceeding adopted by the Commission incorporate these modifications and provide for the establishment of a further pleading cycle following a reasonable period for review of the materials by the parties in this proceeding.

SIMPLY INTERNET, INC.

By:


Ramsey L. Woodworth


Rudolph J. Geist

WILKES, ARTIS, HEDRICK & LANE,
Chartered
1666 K Street, N.W. Suite 1100
Washington, D.C. 20006
(202) 457-7800

Its Attorneys

May 7, 1998

CERTIFICATE OF SERVICE

I, Ramsey L. Woodworth, hereby certify that a copy of the foregoing "Comments of Simply Internet" was served this 7th day of May 1998, by first-class, postage prepaid mail to the following:

*Chairman William Kennard
Federal Communications Commission
1919 M Street, N.W., Room 814
Washington, DC 20554

*Commissioner Michael K. Powell
Federal Communications Commission
1919 M Street, N.W., Room 844
Washington, DC 20554

*Commissioner Susan Ness
Federal Communications Commission
1919 M Street, N.W., Room 832
Washington, DC 20554

*Commissioner Gloria Tristani
Federal Communications Commission
1919 M Street, N.W., Room 826
Washington, DC 20554

*Commissioner Harold Furchtgott-Roth
Federal Communications Commission
1919 M Street, N.W., Room 802
Washington, DC 20554

Andrew Lipman
Swidler & Berlin, Chtd.
Attorneys for WorldCom, Inc.
3000 K Street, N.W.,
Suite 300
Washington, D.C. 20007

Catherine R. Sloan
WorldCom, Inc.
1120 Connecticut Avenue, N.W.
Washington, D.C. 20007

Michael H. Salsbury
MCI Communications Corporation
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006-3606

Howard J. Aibel
Attorney for Shareholders of
MCI Communications Corp.
Leboeuf, Lamb, Greene & MacCrae, L.L.P.
125 W. 55th Street
New York, NY 10019-5389

*A. Richard Metzger, Chief
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W., Room 500
Washington, DC 20554

*Janice M. Myles
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W., Room 544
Washington, DC 20554

*Michelle Carey, Esq.
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W., Room 544
Washington, DC 20554

*Chief, Network Services Division
Federal Communications Commission
2000 M Street, N.W., Room 235
Washington, D.C. 20554

*International Reference Room
International Bureau
Federal Communications Commission
2000 M St., N.W., Room 102
Washington, D.C. 20554

*Wireless Telecommunications Bureau Reference Room
Federal Communications Commission
2025 M Street, N.W., Room 5608
Washington, D.C. 20554

Alan Y. Naftalin
Koteen & Naftalin L.L.P.
Attorneys for Telstra Corp.
1150 Connecticut Avenue, N.W.
Washington, D.C. 20036

Richard E. Wiley
Wiley, Rein & Fielding
Attorneys for GTE Service Corp.
1776 K Street, N.W.
Washington, D.C. 20006

Matthew Lee
Inner City Press/Community on the Move
1919 Washington Avenue
Bronx, NY 10457

John J. Sweeney
AFL/CIO
815 16th Street, N.W.
Washington, D.C. 20006

George Kohl
Communications Workers of America
501 Third Street, N.W.
Washington, D.C. 20001-2797

John Thorne
Bell Atlantic
1320 North Court House Road, 8th Floor
Arlington, VA 22201

William Barfield
BellSouth Corporation, Suite 1800
1155 Peachtree Street, N.E.
Atlanta, GA 30309-3610

Thomas A. Hart, Jr.
Ginsburg, Feldman and Bress, Chtd.
Attorneys for TMB Communications, Inc.
1250 Connecticut Avenue, N.W.
Washington, D.C. 20036

David Honig
Attorney for Rainbow/Push Coalition
3636 16th Street, N.W.
Suite B-366
Washington, D.C. 20010

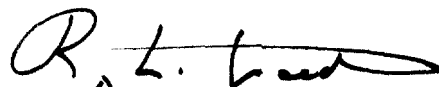
Andrew Schwartzman
Media Access Project
(United Church of Christ)
1707 L Street, N.W.
Suite 400
Washington, D.C. 20036

James Love
Consumer Project on Technology
P.O. Box 19367
Washington, D.C. 20036

Maureen A. Lewis
Alliance for Public Technology
901 15th Street, N.W.
Suite 230
Box 27146
Washington, D.C. 20038-7146

Sue Ashdown
XMission
51 E. 400 S. Suite 200
Salt Lake City, UT 84111

*International Transcription Service, Inc.
2100 M Street, N.W., Suite 140,
Washington, D.C. 20037



Ramsey L. Woodworth

*via hand delivery